

EXHIBIT 1A

AMENDMENT TO
STOCKHOLDERS AGREEMENT
OF
GLENDALE BROADCASTING COMPANY
(a Close Corporation)

By this Amendment to the Stockholders' Agreement of

the advance was converted into a loan from Gardner to the Company for the purpose of prosecuting the Glendale application.

Gardner will loan the Company up to \$350,000 for purposes of prosecuting the application for operation on Channel 45 at Miami, Florida. In addition, Gardner will loan the Company up to \$160,000 for purposes of prosecuting the application for operation on Channel 63 at Monroe, Georgia. The sums will be disbursed as determined by the Company's Board of Directors.

10. Financing the Construction and Initial Operation of the Station. The stockholders acknowledge that the Company may be securing a letter from a financial institution in connection with the construction and operation of the Company's proposed TV stations utilizing Channel 45 in Miami and Channel 63 in Monroe, GA. In that event each stockholder agrees to personally guarantee any loan made by the financial institution to the Company, if this is required by the financial

Except for amended paragraphs 9 and 10, all of the terms and conditions of the Shareholders' Agreement dated as of December 6, 1991, remain in effect.

IN WITNESS WHEREOF, the parties have executed this Stockholders' Agreement as of the date first above written.

George F. Gardner
George F. Gardner

2/25/92
Date

Mary Anne Adams
Mary Anne Adams

Feb 25, 1992
Date

EXHIBIT 2

George F. Gardner is the controlling stockholder of Raystay Company which is the licensee of low power television station W40AF at Dillsburg, PA. Raystay is also the permittee of the following low power television stations:

<u>Call Letters</u>	<u>Location</u>
W38BE	Lebanon, PA
W55BP	Lebanon, PA
W23AY	York, PA
W31AX	Lancaster, PA
W23AW	Lancaster, PA

On January 14, 1992, Raystay Company filed an application for the Commission's consent to assign the construction permit for LPTV station W23AY at York, Pennsylvania from Raystay Company to GroSat Broadcasting, Inc. (File No. BAPTTL-920114IB). If the application of Glendale Broadcasting Company is granted, Raystay Company will divest any interest it has in W23AY prior to the commencement of program test authority by Glendale.

Mary Anne Adams is the trustee for her two sons, Patrick Joseph Molle and Gregory George Molle. Each son owns 8.5% of the Class B non-voting stock of Raystay.

Raystay Company was the owner and operator of standard broadcast station WEEO in Waynesboro, PA from January 1971 to February 1980 and from August 1983 to October 1984. Raystay Company operated standard broadcast station WTOO in Toledo, OH from November 1973 to August 1976.

George F. Gardner was the controlling stockholder of West Shore Broadcasting Co., Inc., which owned and operated FM broadcast station WQVE in Mechanicsburg, PA from 1978 to August 1982.

George F. Gardner was a limited partner in Los Angeles Television, a Limited Partnership (LATV). LATV was an applicant for a construction permit for a new commercial television station seeking the facilities of KHJ-TV, Los Angeles, California. In RKO General, Inc., 3 FCC Rcd 5057, 65 RR 2d 192 (1988), the Commission dismissed LPTV's application as unacceptable for filing. A second application for the same facilities (File No. BPCT-881028KG) was dismissed by the Commission in RKO General, Inc. (KHJ-TV), 4 FCC Rcd 1304, 65 RR 2d 1548 (1989). LATV appealed the Commission's actions to the U.S. Court of Appeals. LATV then dismissed its appeal pursuant to an Agreement to Dismiss Appeal dated August 3, 1989.

George F. Gardner was the sole stockholder of Adwave Company, an applicant for a construction permit for a new FM broadcast station on Channel 290 at Fort Lauderdale, FL (File No. BPH-830510AL). In RKO General, Inc., 4 FCC Rcd 4679, 66 RR 2d 1162 (Rev. Bd. 1989), the Review Board, with Board Member Blumenthal dissenting, disqualified Adwave because it resolved a misrepresentation/lack of candor issue involving a divestiture

commitment by George F. Gardner, Adwave's sole stockholder, adversely to Adwave. In RKO General, Inc. (WAXY-FM), 5 FCC Rcd 642, 67 RR 2d 508 (1990), the Commission approved a settlement agreement dismissing Adwave's application.

The Commission ruled that George F. Gardner could submit a specific showing of good character in support of future applications he might file with the Commission. Such a showing was made and accepted with respect to the low power television stations of which Raystay is now a permittee. See letter dated July 23, 1990 to George F. Gardner signed by Roy J. Stewart, Chief of the Mass Media Bureau (in re BPTTL-890309NX, Red Lion, PA, et. al.). The applicant reaffirms the affirmative showing of rehabilitation and good character accepted by the Mass Media Bureau in 1990. Furthermore, since the filing of the Adwave application in 1983, no allegations have been made of any significant misconduct of any kind by George

EXHIBIT 3

George F. Gardner, a stockholder, officer and director of the applicant, is the father of Mary Anne Adams, an officer, director and stockholder of the applicant.

David A. Gardner and John C. Gardner are sons of George F. Gardner and brothers of Mary Anne Adams. They are general partners in Pacific View Broadcasting, permittee of a new FM station at Hilo, Hawaii (BPH-910206MF). The call letters have not been assigned.

EXHIBIT 4

February 26, 1992

Ms. Mary Anne Adams
Vice President
Glendale Broadcasting Company
469 E. North Street
Carlisle, PA 17013

Dear Mary Anne:

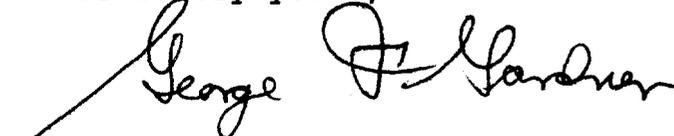
This is in connection with Glendale Broadcasting Company's application for a new television station in Monroe, GA.

The sum of \$2,871,066 will be required to meet the construction and initial operation costs for three months. I am willing to loan to Glendale Broadcasting Company up to that amount for construction and initial operations costs. The loan will be for a five-year period at 9% interest. No collateral will be required. No principal or interest need be paid until the station has been broadcasting for six months. I have more than sufficient assets to meet this commitment. While I do not have net liquid assets totaling this amount, I have more than sufficient assets which I can sell to meet this loan commitment. I have identified specific assets which are unencumbered and that can be readily converted to cash or other liquid assets. The sale of those assets would provide me with sufficient liquid assets to meet this loan commitment. I am willing to sell such assets

Ms. Mary Anne Adams
Page Two
February 26, 1992

This letter does not modify any of the terms of my letter to you dated December 20, 1991, regarding my obligation to loan Glendale Broadcasting Company sufficient funds to construct and operate the proposed Miami television station. I have more than sufficient assets to meet both loan commitments.

Sincerely yours,

A handwritten signature in cursive script that reads "George F. Gardner". The signature is written in dark ink and is positioned above the typed name.

George F. Gardner
President
Glendale Broadcasting Company

EXHIBIT 5

In order to be responsive to the issues of public concern facing the Glendale Broadcasting Company's service area, it proposes the following illustrative programming: call-in programs, editorials and discussions.

JOHN J. MULLANEY
JOHN H. MULLANEY, P.E.

MULLANEY ENGINEERING, INC.

9049 SHADY GROVE COURT
GAITHERSBURG, MD 20877

301 921-0115

ENGINEERING EXHIBIT EE:

**GLENDALE BROADCASTING COMPANY
MONROE, GEORGIA**

Channel 63 5000 KW-DA 354 Meters

MULLANEY ENGINEERING, INC.

ENGINEERING EXHIBIT EE:

**GLENDALE BROADCASTING COMPANY
MONROE, GEORGIA
Channel 63 5000 KW-DA 354 Meters**

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Glendale Broadcasting Co.

SECTION V-C - TV BROADCAST ENGINEERING DATA (Page 2)

[REDACTED]

SECTION V-C - TV BROADCAST ENGINEERING DATA (Page 3)

10. Antenna:

(a) Manufacturer Dielectric (b) Model No. TFU36JDAS

(c) Is a directional antenna proposed?

Yes No

If Yes, specify major lobe azimuth(s) 320 degrees True and attach as an Exhibit all data specified in 47 C.F.R. Section 73.686.

Exhibit No.
EE

Figure 4A, 4B, 4C, 4D

(d) Is electrical beam tilt proposed?

Yes No

If Yes specify 0.75 degrees electrical beam tilt and attach as an Exhibit all data

Exhibit No.

16. Attach as an Exhibit a map (Sectional Aeronautical Chart or equivalent) which shows clearly, legibly and accurately, and with the original printed latitude and longitude markings and a scale of distance in kilometers:

Exhibit No.
EE

Figure 2, 2A

- (a) The proposed transmitter location, and the radials along which profile graphs have been prepared;
- (b) The City Grade, Grade A and Grade B predicted contours; and
- (c) The legal boundaries of the principal community to be served.

17. Specify area in square kilometers (1 sq. mi. = 259 sq. km.) and population (latest census) within the predicted Grade B contour.

Area 19,705 sq. km. Population 3,143,357 (1990)

18. For an application involving an auxiliary facility only, attach as an Exhibit a map (Sectional Aeronautical Chart or equivalent) that shows clearly, legibly, and accurately, and with latitude and longitude markings and a scale of distance in kilometers:

Exhibit No.
DNA

- (a) The proposed auxiliary Grade B contour; and
- (b) The Grade B contour of the licensed main facility for which the applied-for facility will be the auxiliary.

(Main facility license file number _____)

19. Terrain and Coverage Data (To be calculated in accordance with 47 C.F.R. Section 73.684.)

Source of terrain data: (check only one box below)

- Linearly interpolated 90-second database (Source: NGDC)
- 7.5 minute topographic map
- Other (briefly summarize)

City

Radial bearing (degrees True)	Height of radiation center above average elevation of radial from 3 to 16 km (meters)	Predicted Distances		
		To the City Grade Contour (kilometers)	To the Grade A Contour (kilometers)	To the Grade B Contour (kilometers)
*				
0	313.0	55.0	64.2	82.6
45	334.1	53.1	62.4	80.3
90	357.7	43.6	52.8	68.7
135	390.3	48.8	58.3	75.8
180	368.9	42.5	51.8	67.6
225	359.0	53.4	62.8	81.3
270	355.9	57.1	66.6	86.4
315	351.7	58.4	67.9	88.4

*Radial through principal community, if not one of the major radials. This radial should NOT be included in calculation of HAAT.

Glendale Broadcasting Co.

SECTION V-C - TV BROADCAST ENGINEERING DATA (Page 5)

20. Environmental Statement (See 47 C.F.R. Section 1.1301 et seq.)

Would a Commission grant of this application come within 47 C.F.R. Section 1.1807, such that it may have a significant environmental impact?

Yes No

If you answer Yes, submit as an Exhibit an Environmental Assessment required by 47 C.F.R. Section 1.1311.

Exhibit No.

If No, explain briefly why not. See Exhibit EE

CERTIFICATION

I certify that I have prepared this Section of this application on behalf of the applicant, and that after such preparation, I have examined the foregoing and found it to be accurate and true to the best of my knowledge and belief.

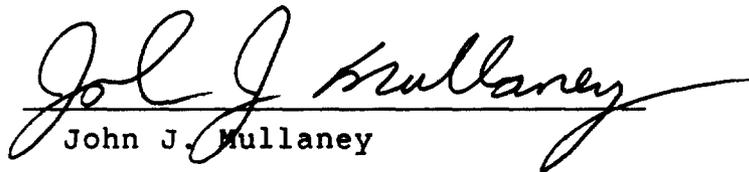
Name (Typed or Printed)	Relationship to Applicant (e.g., Consulting Engineer)
John J. Mullaney	Consulting Engineer
Signature	Address (Include ZIP Code)
	Mullaney Engineering, Inc. 9049 Shady Grove Court Gaithersburg, Md. 20877
Date	Telephone No. (Include Area Code)
2/19/92	(301) 921-0115

MULLANEY ENGINEERING, INC.

DECLARATION

I, John J. Mullaney, declare and state that I am a graduate electrical engineer with a B.E.E. and my qualifications are known to the Federal Communications Commission, and that I am an engineer in the firm of Mullaney Engineering, Inc., and that firm has been retained by Glendale Broadcasting Company to prepare an application for a new TV station.

All facts contained herein are true of his own knowledge except where stated to be on information or belief, and as to those facts, I believe them to be true. I declare under penalty of perjury that the foregoing is true and correct.


John J. Mullaney

Executed on the 19th day of February 1992.

MULLANEY ENGINEERING, INC.

ENGINEERING EXHIBIT EE:

**GLENDALE BROADCASTING COMPANY
MONROE, GEORGIA
Channel 63 5000 KW-DA 354 Meters**

NARRATIVE STATEMENT:

I. GENERAL:

This engineering statement has been prepared on behalf of
Glendale Broadcasting Company. The purpose of this statement
is to request a Construction Permit (CP) for a NEW USE

Answers to questions contained in F.C.C. Form 301, Section V-C are incorporated in the following paragraphs and figures.

II. ENGINEERING DISCUSSION:

A. Proposed Location:

The applicant proposes to erect a tower on land which is 11 kilometers south of Snellville, GA, in Gwinnett County. The City of License, Monroe, Georgia, is located approximately 27 kilometers on a bearing of N-90°-E from this site. Figure 1 is a Topographic Map showing the proposed site.

The geographic coordinates are:

Latitude: 33° 46' 17"

Longitude: 84° 00' 25"

The Atlanta office of the F.A.A. was notified of the proposed construction on February 19, 1992. Figure 1-A is an Aeronautical Map showing the proposed site.

B. Transmitter:

The applicant proposes to install a type accepted TV transmitter. The transmitter will be operated at 89 KW Visual and 9 KW Aural, which is within its rated power.

A calibrated dummy-load and wattmeter will be used in accordance with the transmitter manufacturer's instructions for determining and maintaining power output.

C. Antenna:

The applicant proposes to install a Dielectric Type TFU-36JDAS UHF TV Antenna with a directional horizontal pattern. The antenna will have a center line of 320° True (pattern S200, Gain= 2.0).

Figure 4, is a plot of the proposed elevation radiation pattern which incorporates 0.75° of beam tilt and some null fill-in. The depression angle from the proposed site varies between 0.49° to 0.55° , which is well within 90 percent of the maximum field strength.

Figure 4-A is a plot of the proposed directional horizontal radiation pattern (relative field).

Figure 4-B is a plot of the proposed directional horizontal radiation pattern (dBK).

Figure 4-C is a tabulation of the proposed directional horizontal radiation pattern (relative/dBK/KW).

The antenna has a maximum vertical plane power gain of 15.18 dB (33 times) in the main lobe and 13.02 dB (20 times) at the horizontal. When the directional horizontal pattern is combined with the vertical plane pattern the antenna will produce 66 times the antenna input power in the main lobe.

D. Tower & Transmission Line:

The applicant proposes to pole mount the proposed antenna on top of a new 1077 foot AGL guyed tower. Figure 3 is a vertical sketch of the proposed tower and antenna.

The antenna will be fed by 1150 feet of DTW1350 waveguide. The line will have a loss of 0.703 dB and therefore, will have an efficiency of 85.1 percent.

E. Auxiliary Power:

The applicant proposes to install an Auxiliary Power Generator to supply electrical power to their proposed studio and transmitter sites.

F. Effective Radiated Power:

Giving consideration for the maximum antenna gain, transmitter power and line loss, the following is the maximum effective radiated power:

	E. R. P.	
	<u>KW</u>	<u>dBK</u>
Visual-Max:	5000	36.99
Aural-Max:	500	26.99

At the Horizontal, the ERP will be 3030 KW-DA (Visual) and 303 KW-DA (Aural).

G. Terrain Profile Data and Coverage:

Terrain profile data was extracted from NGDC 30 Second Digitized Terrain Data Base provided out of Boulder, Colorado. Thirty-six bearings (every 10 degrees) were used to obtain the proposed coverage. The HAAT is based upon the standard eight radials.

Using the terrain data, the predicted City Grade (80 dBu), Grade A (74 dBu), and Grade B (64 dBu) contours were determined by a computerized mathematical model of the data shown in Figure 10.b of Section 73.699 of the Commission's Rules, the so-called F(50,50) curves. This is the Commission's computer program TV-FMFS, (Report RS-76-01, dated January, 1976).

The N-90-E radial is the direct path to the city of license, Monroe, Georgia. After comparing the terrain along this path against the proposed antenna height it was determined that the proposed City Grade contour will completely encompass the principal city without major terrain obstructions.

The Grade A, B, and City Grade contours are plotted in Figure 2. From this figure it can be seen that the required City Grade coverage is provided. Figure 2-A & 2-B are tabulations of the distances to these contours.

H. Channel Allocation:

Figure 5 is a tabulation of the channel allocation conditions using the proposed site as a reference point. From the tabulation it can be seen that this proposal EXCEEDS the minimum required spacing to all existing or proposed stations except the vacant allotment for Ch. 63* at Montgomery, Alabama. The site proposed herein will create a 16.4 kilometer short spacing. It should be noted that WHSG's licensed is currently short spaced by 18.2 kilometer to that same reference point. Inasmuch as the short spacing proposed herein is slightly less than what currently exists, a similar waiver is requested.

The application is also MUTUALLY EXCLUSIVE with the renewal of WHSG on Ch. 63 at Monroe, GA.

I. Coverage Area and Population:

The land area contained within the Grade B contour is 19,705 square kilometers and has been computed mathematically.

The population within the Grade B contour is 3,143,357 persons and was obtained through a computerized analysis

GLENDALE BROADCASTING COMPANY
Ch. 63 - MONROE, GEORGIA

MULLANEY ENGINEERING, INC.

of the census designated places population data contained
in the 1990 Census.

J. Other Services in Area:

4. Will NOT be located in a floodplain.
5. Will NOT result in construction that will involve a significant change in the surface features (eg. wetland fill, deforestation or water diversion).
6. Will NOT involve the use of high intensity white lights on a structure located in a residential neighborhood, as defined by the applicable zoning laws.
7. Will NOT involve the exposure of workers or the general public to levels of radiofrequency radiation in excess of the "Radio Frequency Protection Guide" recommended by ANSI (C95-1-1982).

The following is a more detailed discussion of this protection standard:

a. National Environmental Policy Act of 1969:

In 1969, Congress enacted the National Environmental Policy Act (NEPA), which requires the FCC to evaluate the potential environmental significance of the facilities it regulates and authorizes. Human exposure to Radio Frequency (RF) radiation has been identified as an issue the FCC must consider.

Beginning with the filing of applications after January 1, 1986, broadcast stations will be required to "certify compliance" with FCC prescribed guidelines on human exposure to RF radiation. The FCC is using as its processing guidelines, the American National Standards Institute's (ANSI) RF radiation protection guides (ANSI C95.1-1982). These exposure limits are expressed in terms of milli-watts per square centimeter.